

RECORDATION NO. 26993-A FILED

JUN 01 '07 -1 3 0 PM

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OF COUNSEL
URBAN A. LESTER

June 1, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of May 31, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 26993.

The names and addresses of the parties to the enclosed document are:

Assignor: General Electric Railcar Services Corporation
61 North Clark Street
Chicago, Illinois 60601

Assignee: AIG Rail Services, Inc.
5700 Granite Parkway
Suite 850
Plano, Texas 75022

Mr. Vernon A. Williams
June 1, 2007
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A description of the railroad equipment covered by the enclosed document is:

61 railcars within the following series, all as more particularly set forth in the equipment schedule attached to the document:

NAHX 12206 and NAHX 15730
NAHX 46875 – NAHX 65073
NAHX 475194 – NAHX 490088
NAHX 500029 – NAHX 510883
NAHX 800441 and NAHX 801117
TRNX 500029
USLX 26475

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

JUN 01 '07 -1 3 0 PM

SURFACE TRANSPORTATION BOARD
(Memorandum of Assignment and Assumption Agreement)

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This Memorandum of Assignment and Assumption Agreement is made and entered into on May 31, 2007 by and between General Electric Railcar Services Corporation, a Delaware corporation (the "Assignor"), and AIG Rail Services, Inc., a Delaware corporation (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment") dated as of May 31, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of certain rights and obligations under that certain railroad car lease as listed on Exhibit A attached hereto, all as set forth more completely under the Assignment.

This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: [Signature]
Name: Mark Skelani
Title: Vice President

AIG RAIL SERVICES, INC.

By: [Signature]
Name: Jeffrey L. Wilkison
Title: Vice President

Executed on this 31st day of May, 2007

Executed on this 31st day of May, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this, the 31st day of May 2007, before a Notary Public in and for said County and State, personally appeared Matt Stegall, who being by me duly sworn, says that he is the Vice President of General Electric Railcar Services Corporation, that said instrument was signed on May 31, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Katharina R Bastian
Name:

Notary Public

My Commission Expires:

Residing in COOK COUNTY IL



[Memorandum of Assignment and Assumption Agreement]

STATE OF Texas)
) SS:
COUNTY OF Collin)

On this, the 31st day of May 2007, before a Notary Public in and for said County and State, personally appeared Jeffrey L. Wilkins, who being by me duly sworn, says that he is the Vice President of AIG Rail Services, Inc., that said instrument was signed on May 31, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned



Michelle Bruins
Name:
Notary Public

My Commission Expires:
Residing in _____

[Memorandum of Assignment and Assumption Agreement]

EXHIBIT A

Rider No. 21 dated February 1, 2007 originally between J.R. Simplot Company ("Lessee") and Assignor, which incorporates by reference the terms of that certain Car Leasing Agreement 7911-1 dated July 12, 1985 between Lessee and Assignor, as amended by each of (i) that certain letter dated July 19, 1991 between Assignor and Lessee and (ii) Amendment No. 1 dated March 14, 1994 between Lessee and Assignor.

Car List

1	J.R. Simplot Company	NAHX	12206
2	J.R. Simplot Company	NAHX	15730
3	J.R. Simplot Company	USLX	26475
4	J.R. Simplot Company	NAHX	46875
5	J.R. Simplot Company	NAHX	53727
6	J.R. Simplot Company	NAHX	55486
7	J.R. Simplot Company	NAHX	55547
8	J.R. Simplot Company	NAHX	55608
9	J.R. Simplot Company	NAHX	55617
10	J.R. Simplot Company	NAHX	63310
11	J.R. Simplot Company	NAHX	63343
12	J.R. Simplot Company	NAHX	63411
13	J.R. Simplot Company	NAHX	63944
14	J.R. Simplot Company	NAHX	64098
15	J.R. Simplot Company	NAHX	65021
16	J.R. Simplot Company	NAHX	65073
17	J.R. Simplot Company	NAHX	475194
18	J.R. Simplot Company	NAHX	475384
19	J.R. Simplot Company	NAHX	476309
20	J.R. Simplot Company	NAHX	478969
21	J.R. Simplot Company	NAHX	480406
22	J.R. Simplot Company	NAHX	480784
23	J.R. Simplot Company	NAHX	481076
24	J.R. Simplot Company	NAHX	482187
25	J.R. Simplot Company	NAHX	482197
26	J.R. Simplot Company	NAHX	482608
27	J.R. Simplot Company	NAHX	483145
28	J.R. Simplot Company	NAHX	483500
29	J.R. Simplot Company	NAHX	484495
30	J.R. Simplot Company	NAHX	485276
31	J.R. Simplot Company	NAHX	487023
32	J.R. Simplot Company	NAHX	487094
33	J.R. Simplot Company	NAHX	487305
34	J.R. Simplot Company	NAHX	487346
35	J.R. Simplot Company	NAHX	487391
36	J.R. Simplot Company	NAHX	487460
37	J.R. Simplot Company	NAHX	487467
38	J.R. Simplot Company	NAHX	487473
39	J.R. Simplot Company	NAHX	487476
40	J.R. Simplot Company	NAHX	487479
41	J.R. Simplot Company	NAHX	487501
42	J.R. Simplot Company	NAHX	487508
43	J.R. Simplot Company	NAHX	487524
44	J.R. Simplot Company	NAHX	487976
45	J.R. Simplot Company	NAHX	490000
46	J.R. Simplot Company	NAHX	490010
47	J.R. Simplot Company	NAHX	490032

48	J.R. Simplot Company	NAHX	490047
49	J.R. Simplot Company	NAHX	490048
50	J.R. Simplot Company	NAHX	490057
51	J.R. Simplot Company	NAHX	490060
52	J.R. Simplot Company	NAHX	490067
53	J.R. Simplot Company	NAHX	490075
54	J.R. Simplot Company	NAHX	490088
55	J.R. Simplot Company	TRNX	500029
56	J.R. Simplot Company	NAHX	510367
57	J.R. Simplot Company	NAHX	510494
58	J.R. Simplot Company	NAHX	510602
59	J.R. Simplot Company	NAHX	510883
60	J.R. Simplot Company	NAHX	800441
61	J.R. Simplot Company	NAHX	801117

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/1/07



Robert W. Alvord